

RECORDATION NO. 10361-K **FILED**

MAR 27 '09 -1 3 0 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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March 27, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Release and Satisfaction and Bill of Sale, dated as of December 14, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Conditional Sale Agreement and related documents previously filed with the Board under Recordation Numbers 10361, 10361-A, 10361-B and 10361-C.

The name and address of the party to the enclosed document are:

Agent:	The Bank of New York (successor to Mercantile-Safe Deposit and Trust Company) 48 Wall Street New York, NY 10286
Builder:	[General Motors Corporation - Electro-Motive Division]
Trustee:	[State Street Bank and Trust Company, a successor to The Connecticut Bank and Trust Company]

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A description of the railroad equipment covered by the enclosed document is:

6 GE locomotives: BN 5000 and BN 5008 - BN 5012, inclusive; AND
61 EMD locomotives: BN 7922 and BN 8030 - BN 8089, inclusive.

A short summary of the document to appear in the index is:

Release and Satisfaction and Bill of Sale.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

RELEASE AND SATISFACTION AND BILL OF SALE (79-8B)

This Release and Satisfaction and Bill of Sale is dated as of December 14, 2000, by The Bank of New York (as successor to Mercantile-Safe Deposit and Trust Company), as Agent ("Agent").

WHEREAS, General Electric Company ("GE") and General Motors Corporation-Electro-Motive Division ("EMD" and together with GE, "Builder") and State Street Bank and Trust Company ("Trustee") (as successor-in-interest to The Connecticut Bank and Trust Company) are parties to that certain Conditional Sale Agreement No. 2 dated as of February 1, 1979 (the "Conditional Sale Agreement"), pursuant to which Builder retained a security interest in the following equipment (the "Equipment") as such Equipment may have been re-named, replaced, re-numbered or decreased due to casualty or otherwise:

6 GE-built Model C30-7, 3,000 h.p. diesel-electric locomotives with the following lessee road numbers: BN 5000, and BN 5008 – 5012 (inclusive),

and

61 EMD-built Model SD40-2, 3,000 h.p. diesel-electric locomotives with the following lessee road numbers: BN 7922, and BN 8030 – 8089 (inclusive);

WHEREAS, Agent and Builder are parties to that certain Agreement and Assignment No. 2 dated as of February 1, 1979 (the "Agreement and Assignment"), pursuant to which Builder assigned its interests in the Equipment to Agent;

WHEREAS, Trustee, as lessor thereunder, and The Burlington Northern and Santa Fe Railway Company (as successor to Burlington Northern Inc.), as lessee thereunder ("Lessee"), are parties to that certain Lease of Railroad Equipment No. 2 dated as of February 1, 1979 (as amended and extended, the "Lease"), pursuant to which Trustee leased the Equipment to Lessee;

WHEREAS, Trustee and Agent are parties to that certain Assignment of Lease and Agreement No. 2 dated as of February 1, 1979 (the "Assignment of Lease"), pursuant to which Trustee assigned a collateral security interest in the Lease to Agent, securing the obligations owed under the Conditional Sale Agreement;

WHEREAS, the Conditional Sale Agreement, the Agreement and Assignment, the Lease and the Assignment of Lease were each recorded with the Interstate Commerce Commission (the ICC) on May 10, 1979 at 1:40 p.m., and given recordation numbers 10361, 10361-A, 10361-B and 10361-C, respectively, and any other filings, including amendments to the foregoing documents, that were filed were given corresponding recordation numbers;

WHEREAS, (a) the "Conditional Sale Indebtedness", as defined in the Conditional Sale Agreement, with interest thereon, has been fully paid and all of the obligations under the Conditional Sale Agreement have been fully complied with and performed and (b) LIN Associates, a Connecticut limited partnership ("LIN"), has succeeded to the interests of General Electric Capital Corporation (formerly General Electric Credit Corporation) and Wells Fargo

Equipment Finance, Inc. (as successor-in-interest to Northwestern National Bank of Minneapolis);

WHEREAS, LIN is hereby duly requesting that Agent declare the Conditional Sale Agreement to be satisfied and canceled, release and transfer to Trustee all interests held by Agent in the Equipment, and provide for public recordation of evidence of such release and transfer, and Agent is willing to so declare, release and transfer and provide;

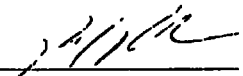
NOW THEREFORE, in consideration of One Dollar (\$1.00) and other valuable consideration:

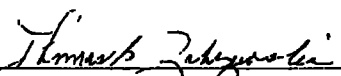
Agent does hereby declare the Conditional Sale Agreement to be satisfied and canceled and does consent that the same be discharged of record, and further does hereby sell, assign, convey, transfer, set over, and release, unto Trustee all of its right, title and interest in and to (a) all of the railroad equipment of every character included in the Conditional Sale Agreement and now held by Agent, free of all liens, security interests and other encumbrances created or retained under the Conditional Sale Agreement or which result from claims against Agent, not related to the subject security interest in the railroad equipment; and (b) the Lease.

IN WITNESS WHEREOF, Agent has caused these presents to be executed in its name by its officer thereunto duly authorized and its corporate seal to be hereunto affixed and attested as of this 14 day of December, 2000.

ATTEST:

THE BANK OF NEW YORK,
as Agent


Name: THOMAS B. ZAKRZEWSKI
Title: VICE PRESIDENT

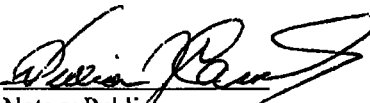
By: 
Name: Thomas B. Zakrzewski
Title: Vice President

STATE OF NEW YORK)

) ss:

COUNTY OF NEW YORK)

On this 14 day of December, 2000, before me personally appeared THOMAS B. ZAKRZEWSKI, to me personally known, who, being by me duly sworn, says that he/she is a VICE PRESIDENT of THE BANK OF NEW YORK, that the corporate seal affixed to the instrument was signed and sealed on behalf of said corporation by authority of said corporation and by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

[Notarial Seal]

My Commission Expires:

WILLIAM J. CASSELS
Notary Public, State of New York
No. 01CA5027728
Qualified in Bronx County
Commission Expires May 16, 2002

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

3/27/09



Robert W. Alvord